

**BYLAWS
FLAT TOP LAKE ASSOCIATION, INC.**

Adopted by the members in regular meeting assembled for the purpose of adopting the same as well as other business, and at which said meeting the following resolution was legally adopted on the 16th day of July, 1951 and last amended on the 25th day of April, 2009, to wit:

RESOLVED, That the foregoing and attached articles of bylaws be, and they are, accordingly, hereby adopted as the bylaws for the regulation and management of Flat Top Lake Association, Inc.

**ARTICLE I
Name, Character and Location**

Sec. 1. The name of this association is Flat Top Lake Association, Inc., and is a nonprofit corporation, without authority to issue capital stock, and was organized under and by virtue of the laws of the State of West Virginia.

Sec. 2. The principal office of the association shall be at Beckley, West Virginia, until such a time as its board of directors shall establish an office elsewhere. The principal holdings of the association are located in Shady Spring District, Raleigh County, West Virginia.

**ARTICLE II
Members**

Sec. 1. No person shall be eligible to membership in the association except he be twentyone (21) years of age, and the owner in his own name of one (1) or more of the lots designated and set out on the plat or plan of lots of the Flat Top Lake Association, and who shall be the holder of a membership certificate legally issued to him, and shall have been elected to membership as provided in these bylaws; provided, however, that at any time following the issuance of a membership certificate, a member may amend his ownership of one or more of the lots as aforesaid, by deed of conveyance creating joint ownership with a spouse in the manner and form set out by the laws of the State of West Virginia; and provided further that such transfer of an interest shall pertain to the state of legal title to real estate only and have no effect on the rights, duties and responsibilities of the member in and about that member's relationship with Flat Top Lake Association; and provided further that in the event the membership fails, by reason of death, resignation or revocation, then and in either of those events, such joint tenant shall be free to deal with such property rights and interests as may be necessary, except that such surviving spouse will not be recognized as a member until such time as a certificate of membership shall have been issued in due course, as provided in these bylaws. (Amended 5/6/85)

Effective June 1, 2009, each new member of Flat Top Lake Association will be assessed a one-time New Member Initiation Fee of \$5,000.00. Those already members as of May 31, 2009, will be exempt from this fee. The fee is not based on the number of lots or houses owned by the member. The member may transfer his or her membership to their spouse or child of the member who becomes the owner of the lot(s). The spouse or child will not be assessed as a new member. (Amended 4/25/09).

Sec. 2. The wife or husband of a member, and their children who are living in the home of the member, and children of a legal age not living at home, and guests of members, may be admitted to the privileges of the association upon such conditions and subject to such rules, regulations and restrictions as the board of directors may from time to time prescribe and promulgate. The member will always be responsible for any and all guests that are admitted to his/her property. (Amended 5/3/04)

Sec. 3. Application for membership shall be in writing, signed by the applicant and also signed by three (3) recommending members of the association, and filed with the secretary, who shall supply the membership committee with a copy of the application. The membership committee shall investigate the applicant and report its recommendation to the next meeting of the board of directors, who shall vote by ballot separately on each applicant as to whether the applicant may become a member of the association. If the applicant receives three (3) negative votes, his application shall be rejected. In case an applicant is rejected, the same applicant shall not reapply for membership until the expiration of six (6) months from the time his application was rejected. All communications made to the membership committee or the board of directors concerning any applicant and the proceedings of the membership committee and the board thereon shall be regarded as confidential; and the name of no rejected applicant shall appear on the minute books of the association.

1. No one shall sign an application for membership that has a financial interest in the sale of the property. (Amended 5/3/04)
2. No application is to be signed by more than one (1) member of the Board of Directors of Flat Top Lake Association, Inc. and that member will be excluded from voting on said member. (Amended 5/3/04)
3. Effective June 1, 2009, each new member of Flat Top Lake Association will be assessed a one-time New Member Initiation Fee of \$5,000.00. Those already members as of May 31, 2009, will be exempt from this fee. The fee is not based on the number of lots or houses owned by the member. The member may transfer his or her membership to their spouse or child of the member who becomes the owner of the lot(s). The spouse or child will not be assessed as a new member. (Amended 4-25-09).

Sec. 4. The provisions of the next preceding section shall not apply to any person to whom a membership certificate has already been issued by this association and to whom lot or lots designated and set out on the aforesaid plat or plan of lots have been sold or assigned by this association. All of such persons are now hereby elected members of this association with all the privileges thereof, subject, however, to the bylaws of this association and to such rules, regulations and restrictions as the board of directors may from time to time prescribe and promulgate.

Sec. 5. The board of directors may, for good cause, and by a twothirds (2/3) affirmative vote taken by ballot at any regular or special meeting, expel a member and revoke his privileges of membership and deny him the use of the association's facilities; but before doing so, the member shall be given at least ten (10) days notice, which notice shall contain the charges against him, and he shall be given the right to appear before the board in his own defense.

ARTICLE III

Meeting of Members

Sec. 1. There shall be an annual meeting of the membership of the association held at 2:00 o'clock, p.m., on the first Saturday in May of each year, at such place as is designated by the board of directors, for the purpose of electing directors, as herein provided, and for the transaction of any and all other business which may be brought before the meeting. (Amended 4/29/17)

Sec. 2. The president may, or, upon the written request of at least fifty (50) members of this association, or of a majority of the directors, the president shall, call a special meeting of the members to be held at the Circuit Court Room of the Court House of Raleigh County, or at some other proper and suitable place in Raleigh County, designated in the call. The request for the calling of a special meeting, as well as the notice of such meeting, shall state briefly the object of such meeting, and no business shall be transacted thereat, except as specified therein.

Sec. 3. At any meeting twenty percent (20%) of the members in good standing shall constitute a quorum for the transaction of business, but if a sufficient number do not attend at the time and place appointed, those who do attend may adjourn from time to time without notice other than by announcement at the meeting, until a sufficient number to constitute a quorum shall be present.

Sec. 4. Each member shall have one (1) vote, and such vote must be cast personally by the member, and not by proxy.

Sec. 5. It shall be the duty of each member to furnish the secretary with his correct address.

Sec. 6. Written notice of the annual meeting and of all special meetings, stating the time and place thereof, shall be mailed by the secretary to each member at his address as the same appears on the membership book of the association, or if no address be given thereon, at the last address of such member known to the secretary, at least ten (10) days prior to the meeting, and a notice deposited in the mail, with prepaid postage, properly addressed, shall be presumed to be legal notice and given when so mailed.

Sec. 7. At any regular or special meeting of the members, motions and resolutions may be passed and adopted, but such motions and resolutions shall be advisory to the board of directors and not binding upon the board.

Sec. 8. The members shall keep written minutes of all meetings, verified by the signatures of the president, or chairman and the secretary of such meeting, in a book designated for that purpose, the same to remain in the hands of the secretary or assistant secretary of the association, and be available for examination to all members of the association. The minutes of the preceding meeting of the members shall be read at the next succeeding meeting of the members, whether a

special or regular meeting, and the same approved as read, or corrected and amended to conform to the correct proceedings had and taken at such meeting.

ARTICLE IV Board of Directors

Sec. 1. The board of directors shall have the power to do, or cause to be done, all acts and things within the corporate powers of the association, not required by law or by these bylaws to be done by the members. Without prejudice to the general powers conferred by law and these bylaws, the business and property of the association shall be managed and controlled by a board of directors, consisting of fifteen (15) members, each of whom shall be a member of the association in good standing, and shall serve for a period of three (3) years, or until their successors are elected and qualified; provided, however, that at the first election of directors five (5) shall be elected for one (1) year, five (5) for two (2) years, and five (5) for three (3) years. Thereafter, five (5) directors shall be elected each year.

Sec. 2. The directors shall be elected by the Members of the Association at the annual meeting, to be held on the first Saturday in May of each year. (Amended 5/3/04)

Sec. 3. At least thirty (30) days prior to the annual meeting of the membership, the directors shall appoint from the membership, outside of the board of directors, a nominating committee, composed of three (3) members, who shall nominate a list of ten (10) members as candidates for directors. A list of these names shall be sent by the secretary to each member, by mail, at least ten (10) days prior to the date of the annual meeting. The persons thus selected by the nominating committee, together with any others who may be nominated from the floor at the annual meeting, shall be voted on by ballot at the annual meeting of the members, and the five (5) receiving the highest number of votes shall be elected. There shall be no voting by proxy.

Sec. 4. Vacancies occurring on the board of directors the remaining directors, by affirmative vote of the majority of the whole number of the remaining members of the board elected, may elect his successor to hold office for the unexpired term of the director so dying, resigning or ceasing to be an active member, or which place shall have become vacant, and until the election and qualification of his successor.

Sec. 5. At the first meeting of the board of directors, after the annual membership meeting, the board of directors shall elect from its membership a president, vicepresident, secretary, assistant secretary, treasurer and assistant treasurer; and may, in its discretion, combine the offices of secretary and treasurer. Each of these officers shall serve for the period of one (1) year (Amended 4/28/07).

Sec. 6. The board of directors shall hold a regular meeting on the first Monday of each month, at an hour and at a place to be determined by the board. The secretary shall give notice to each member of the board, either by mail or telephone, three (3) days prior to the meeting.

Sec. 7. The president may, and, upon the written request of at least three (3) members of the board, exclusive of the president, the president shall, call a special meeting of the board of directors; and notice of such special meeting shall be given to each of the members three (3) days

prior to the date of the meeting, which notice shall state the matters to be considered at the meeting. No other business, except what is stated in the notice shall be considered at a special meeting.

Sec. 8. The board shall keep written minutes of all the meetings, verified by the signatures of the president or chairman and the secretary of such meeting, in a book designated for that purpose, the same to remain in the hands of the secretary or assistant secretary of the association, and be available for examination to all members of the board of directors and all members of the association. The minutes of the preceding meeting of the board of directors shall be read at the next succeeding meeting of the board of directors, whether a special or regular meeting, and the same approved as read, or corrected and amended to conform to the correct proceedings and taken at such meeting.

Sec. 9. A quorum of the board of directors shall consist of eight (8) members. No business shall be transacted by the board and nothing authorized by it, except at a regular or special meeting at which a quorum is present, and the affirmative vote of a majority shall be sufficient for the adoption of any motion or resolution. But if a sufficient number of directors for a quorum do not attend at the place and time appointed, those who do attend may adjourn from time to time until a meeting is regularly constituted.

Sec. 10. The directors shall meet on the first Monday of each month, at a place to be designated by them. The absence of a member from three (3) successive regular meetings of the board, without cause satisfactory to the board, shall be cause for his dismissal, and the board may proceed to fill the vacancy as herein provided,

Sec. 11. No director shall vote or attend a discussion upon any matter in which he, a member of his immediate family, or his client, is personally interested except as a member of the association.

Sec. 12. At its first meeting after the annual membership meeting, the board shall appoint from its membership the following standing committees, consisting of not more than three (3) persons each:

- (1) Membership Committee;
- (2) Fish and Conservation Committee;
- (3) Boating and Safety Committee;
- (4) Building and Grounds Committee, to include one registered engineer if one on board;
- (5) Finance Committee, to include the treasurer or assistant treasurer.
- (6) Security and Employment (Amended 5/3/04)

Each of these committees shall have the authority and perform the duties indicated by its name; and in case of doubt as to which committee shall handle any specific matter, the board of directors shall decide. Each committee shall elect its own chairman, and shall make a report to the board of directors whenever requested. It shall be the duty of each committee to adopt definite plans for the management of all matters pertaining to its field, and to lay such plans before the board of directors and to make recommendations thereon; and the board may, in its discretion, accept or reject any such plan or recommendation.

Sec. 13. The board may adopt, by a twothirds (2/3) affirmative vote, a set of rules, regulations and restrictions governing the operation and management of the association and its facilities, and may make adequate, provision for the enforcement of said rules, regulations and restrictions. When adopted and approved, these rules, regulations and restrictions shall be printed and a copy sent to each member of the association.

Sec. 14. The board of directors shall appoint such officers and agents of the association as they may deem proper and prescribe their duties and compensation; but there shall be no compensation for services rendered by the president or any directors, unless it be allowed by the board of directors. The officers and agents, so appointed, shall hold their places during the pleasure of the board; and if required by the board or the bylaws, shall give bond payable to the corporation with such penalty and with such conditions and security as the board may approve.

Sec. 15. The annual dues of members per calendar year shall be fixed by the board of directors equally per lot and shall be made payable on the fifteenth day of May, for such calendar year, provided, however, such annual dues shall not exceed seven hundred fifty dollars (\$750) per lot (Amended 4-29-06), and if such annual dues are not paid within thirty (30) days after the due date thereof, the same shall be and become a lien in favor of the association against the lot or lots of the defaulting member, without filing of suit or legal procedure to establish such lien on the respective lots of such member. (Amended 4/30/05)

Effective on and after June 1, 2009, each applicant for membership in the Flat Top Lake Association, Inc. will pay a new member fee of Five Thousand Dollars (\$5,000) which will be payable with the submission of his or her application for membership in the Association.

The following will be exempt from the payment of the new member fee:

1. (a) Applications who have acquired title to the lot or lots for which they are applying for membership who are spouses or children of a deceased member who had owned the lot or lots and upon his or her death, and transferred it by devise under the Last Will and Testament of that deceased member; (b) or which the applicant may have acquired by virtue of intestate succession (no Will) by operation of law from the deceased member and prior owner; (c) or the applicant for membership is the surviving spouse of the deceased member and owner and acquired ownership of the subject lot by virtue of being a surviving joint tenant with right of survivorship with the deceased member in the deed of conveyance to that member; and,
2. The recipient of the transfer of a lot at Flat Top Lake and Park who is the current spouse or child of a member in good standing and who receives title to the lot from the said member after the member has owned the said lot for a least 24 months; provided, however this exemption to the payment of the new member fee shall not apply under circumstances where it appears that the member's acquisition of and later transfer of a lot was accomplished with avoidance of the payment of the new member fee in mind; and
3. Application of the new member fee is not retroactive and will not be assessed to existing members as of May 31, 2009. Further, Association members in good standing who purchase additional lots in Flat Top Lake and Park are exempt from the payment of t his new member fee.

This Subsection B shall not be construed to permit the transfer of membership, but only allow application by those specific persons qualified to do so by their relationship to a member or a deceased member for membership without the requirement of payment the new member fee of Five Thousand Dollars (\$5,000).

This Subsection B does not in any way alter or amend the provisions or requirements of Article II, Section I of these Bylaws which permits ownership of lots as joint tenants with the right of survivorship only as between husband and wife.

This Subsection B shall be construed to further interpret the intent and application of the provisions of the second paragraph of Article II (members), Sec. 1 (Amended 4/25/09) and Article II, Sec. 3, Subsection 3 (Amended 4/25/09). (Bylaw change approved by membership 5/4/13).

Sec. 16. Whenever it is deemed expedient by the board of directors to provide for the upkeep and maintenance of the dam, lake, roads, grounds or other improvements, or to make improvements on the association for the use and benefits of its members, to be paid for in whole or in part by special assessments, and the board shall declare by resolution twothirds (2/3) of the whole number of members of the board elected thereto concurring, by an aye and no vote, the necessity for such upkeep and maintenance, or the necessity for such improvements and additions, the board of directors shall have the right, power and authority, to levy a special assessment against the lots, as shown upon the aforesaid plat or map filed of record as aforesaid; provided, however, that all lots shall be assessed equally, with the exception of the lots held by the Flat Top Lake Association, Inc.; that no assessment for any one year shall exceed the sum of five hundred dollars (\$500) per lot (Amended 4/28/07); and that assessment as levied each year shall be and become a lien against the respective lots without filing of suit or legal procedure to establish such lien on such lot if not paid within thirty (30) days after said assessment is made. The Flat Top Lake Association, Inc. shall not be assessed for lots owned by it, and any assessment which has become a lien against a lot which has been sold by the Flat Top Lake Association, Inc. on contract shall at once cease to be a lien should it through forfeiture again become the property of the Flat Top Lake Association, Inc., or any assessment which has become a lien against a lot which has been repurchased by the Flat Top Lake Association, Inc., as herein provided, or otherwise become the owner thereof, shall at once cease to be a lien should the lot again become the property of this association. (Amended 5/4/81)

Sec. 17. If the board of directors determine by an affirmative vote of twothirds (2/3) of the whole number of members of the board of directors elected thereto that it is expedient and necessary for the proper upkeep and maintenance of the dam, lake, roads, grounds or other improvements, or to make improvements on the association's property and additions to the facilities of the association for the use and benefit of its members to be paid for in whole or in part by special assessments; and that the special assessments provided for in Section 16 of this Article to be made by the board of directors will not be sufficient for such contemplated and proposed purposes, the board of directors may levy an assessment for such amount as in its opinion is necessary for the specific purposes described in the resolution or motion of the board adopted as aforesaid provided, however, that such action is approved by sixty percent (60%) of the members in good standing as evidenced by a poll of the membership taken by certified mail.

Votes against the motion must be returned within fifteen (15) days from the date of the certified mail receipt. The amounts so levied shall be a special assessment against the lots as shown upon the aforesaid map or plat filed of record as aforesaid for which all lots shall be assessed equally with the exception of the lots held by the Flat Top Lake Association, Inc.; such assessment shall be and become a lien against the respective lots without filing of suit or legal procedure to establish such a lien on such lot if not paid within thirty (30) days after said assessment is made. Any assessment which has become a lien against a lot which has been sold by the Flat Top Lake Association, Inc., on contract shall at once cease to be a lien should it through forfeiture again become the property of the Flat Top Lake Association, Inc., or any lot which has been repurchased by the association as herein provided or otherwise become the owner thereof shall at once cease to be a lien should the lot again become the property of this association. (Amended 4/5/71)

Sec. 18. When the dues or the special assessments of any member shall remain unpaid for the period of thirty (30) days after the same is due and payable, his or her membership may be declared forfeited by a twothirds (2/3) affirmative vote of the whole number of the members of the board of directors elected thereto, and he or she shall thereupon cease to be a member of the association. A member thus forfeiting his or her membership, may, within two (2) months after the declaration of such forfeiture be reinstated by a twothirds (2/3) affirmative vote of the whole number of the members of the board of directors elected thereto, upon the payment of all arrears.

Sec. 19. Any other indebtedness of member to the association shall be payable on or before the fifteenth day of the calendar month after that in which is was contracted. If such indebtedness is not paid within thirty (30) days from the date thereof, then the member in default shall be refused further credit, and a forfeiture of membership may be declared with like force and effect as is provided in Section 18 of this Article.

Sec. 20. Any dues or assessments or other indebtedness of a member to the association may bear interest not to exceed the highest legal rate, after sixty (60) days from the date the same is due, provided that the board of directors has by proper resolution of motion approved the same and fixed the interest rate to be applied. The board from time to time may amend the applicable interest rate and the same shall take effect thirty (30) days after notice in writing to the members There shall also be a onetime late penalty of One Hundred Dollars (\$100) in addition to the interest annually. (Amended 5/3/04)

ARTICLE V

Officers

Sec. 1. The executive officers of the association shall be: president, vicepresident, treasurer, assistant treasurer, secretary and assistant secretary; all of whom shall be elected by the board of directors from its membership and at its first meeting after each annual membership meeting.

Sec. 2. The president of the association shall preside at all meetings of the members, and of the board of directors; and shall perform such other duties and have such other authority as the board of directors may from time to time prescribe.

Sec. 3. All deeds, deeds of trust, leases, contracts, mortgages and all other legal papers required to be executed by this association, shall be signed, executed, acknowledged and delivered for the association by the president when directed by and in the manner prescribed by the board. All such papers may be signed, executed, acknowledged and delivered by the association by any other officer or officers of the association specifically designated, empowered, authorized and directed so to do by a resolution properly passed by the board of directors of this association.

Sec. 4. Negotiable notes and other obligations of the association shall not be valid unless signed by the president, or by an officer or officers of the association specifically designated, empowered, authorized and directed so to do by a resolution properly passed by the board of directors of this association.

Sec. 5. Checks for the payment of money shall not be valid unless examined, approved and signed by the treasurer and countersigned by the president, or by an officer or officers of the association specifically designated, empowered, authorized and directed so to do by a resolution properly passed by the board of directors of this association.

Sec. 6. The vicepresident shall perform the duties of the president, in his absence, and shall perform such other duties and have such further authority as the board of directors may from time to time prescribe.

Sec. 7. The treasurer shall have the custody of all money, funds and securities and other valuable papers of the corporation, and shall receive and disburse all its monies and funds, and shall perform such other duties and have such further authority as the board of directors may from time to time prescribe. All monies or funds of the association, or under its charge, shall be deposited by the treasurer, assistant treasurer, or other officer of this association in bank or banks or places of deposit specifically designated, authorized and directed so to do by a resolution properly passed by the board of directors of this association. The treasurer shall enter, or cause to be entered, regularly in the books of the association full and accurate accounts of all monies received and disbursed by, or on account of, the association, and all business transactions of the association involving the receipt or disbursement of money, and he shall exhibit his books and accounts to the board of directors, any director, or the president, or authorized auditor, agent or representative of the board of directors, whenever called upon to do so, and shall make a monthly report at each meeting of the board of directors of the financial condition and status of the association.

Sec. 8. The assistant treasurer shall perform the duties of the treasurer, in his absence or inability to perform his duties, and shall perform such other duties and have such further authority as the board of directors may from time to time prescribe.

Sec. 9. The secretary shall keep the minutes of all meetings of the board of directors, and of the members, and shall attend to the giving of all notices of meetings and for all other purposes.

He shall have the custody of the corporate seal of the corporation and all of the records respecting membership, and the membership certificates, and shall conduct correspondence for the association, and shall perform such other duties and have such other authority as the board of directors may from time to time prescribe. The offices of secretary and treasurer may, upon order of the board of directors, be combined; and the board of directors may, in its discretion, require the treasurer to execute a bond for the faithful performance of his duties, and to account for and pay over all money coming into his hands, and fix the amount of said bond. The premium on the bond shall be paid from association funds.

Sec. 10. The assistant secretary shall perform the duties of the secretary, in his absence or inability to perform his duties, and shall perform such other duties and have such further authority as the board of directors may from time to time prescribe

ARTICLE VI

Transfer of Membership

Sec. 1. Any member of the association desiring to transfer his membership to another person shall file an application for permission to do so with the secretary of the association; which application shall give the name and address of the proposed transferee, and his occupation. Such application shall also be signed by the proposed transferee, stating that if accepted he will abide by all the bylaws, rules, regulations, and restrictions of the association. The secretary shall then furnish a copy of the application to the membership committee, who shall investigate the proposed transferee and make a report and recommendation, with respect to the transfer, to the next meeting of the board of directors. The board shall vote by ballot upon the question of approving or rejecting the proposed transfer; and a negative vote of three (3) directors shall be sufficient to reject.

Sec. 2. In case of the death of a member, his heirs or devisees shall take his membership and also any lot included within the boundaries of the association's property, subject to the same bylaws, rules and regulations, restrictions and covenants, under which it was held by the deceased member. Not more than one (1) person shall be allowed the privileges of membership by inheritance, bequest or devise from a deceased member; and if a membership passes by devise or bequest, or by descent or distribution, to more than one (1) person, only one (1) of them shall exercise the privilege of membership. In case one of the lots acquired from the association passes by devise or descent to more than one (1) person, it shall not be occupied or controlled by a larger number of persons than originally occupied or controlled it prior to the deceased member's death; it being the purpose of this provision to prevent burdening the facilities of the association with a greater number of users than was intended at the time the lot was originally sold. In case several persons claim the right by devise or descent to exercise the privilege of membership or use the facilities of the association, and have not agreed upon and designated one of their number as the person being legally entitled thereto, subject to the bylaws, rules, regulations and restrictions of the association, then the association, through its board of directors, shall have the right, power and authority to deny the exercise of such membership and the use of the facilities

of the association to all of them until the proper person has been agreed upon or otherwise determined, as the person being legally entitled thereto, subject to the bylaws, rules, regulations and restrictions of this association; provided, however, in any such case, whether there be only one beneficiary or only one heir, or one of such heirs or beneficiaries being agreed upon and designated in writing to the board, as the person being legally entitled thereto or such person otherwise determined, such person file his application for transfer of such membership and lot in the same manner and with like force and effect as provided in Section I of this Article, and be subject to the approval of the board of directors as provided in Section I of this Article, and a negative vote of three (3) directors shall be sufficient to reject.

Sec. 3. In case the title to one of the lots sold by the association to a member passed on to another person involuntarily by operation of law, the person receiving such title shall take it subject to these bylaws, and the rules, regulations and restrictions made thereunder, and all the covenants, restrictions and conditions under which it was held by the former owner; provided, however, in any such case such person shall file his application for transfer of such membership

and lot in the same manner and with like force and effect as provided in Section I of this Article, and a negative vote of three (3) directors shall be sufficient to reject. No corporation or partnership shall exercise the privileges of membership or hold any membership certificate, and no corporation or partnership shall be entitled under any condition to the use of the facilities of the association. No land of the association, except membership lots, shall be sold unless authorized by the board of directors and approved by a vote of the members. (Amended 5/5/75)

ARTICLE VII PROPERTY RIGHTS

Sec. 1. No person, except a member in good standing of the association shall hold title to or any interest in real estate now belonging to the association, either by deed, lease or otherwise.

Sec. 2. Members shall hold title to lots by deed of conveyance, authorized by the board of directors and signed by the president and secretary of the association. Such deeds shall contain covenants, reservations, conditions and restrictions as are required by these bylaws and by the board of directors; and such covenants, reservations, conditions and restrictions shall be written into the deed, and the deed shall be signed by the purchaser before it becomes effective. There shall be a master map placed on record in Raleigh County Commission Clerk's Office, showing the location and boundary lines of all lots and the numbers thereof, and each deed of conveyance shall refer to said map, and to the lot thereon by number.

Sec. 3. The following covenants, reservations, conditions and restrictions shall be included in all deeds, in addition to any other which may be prescribed by the board of directors:

1. There is excepted and reserved to the Flat Top Lake Association, Inc., its successors or assigns, the right to install, lay down and construct at any time, sewer, gas and water lines, and telephone and electric light and power lines, roads and other improvements and appurtenances, thereunto belonging, for the use, convenience and benefit of the other lots upon the aforesaid map or plan and of this association, when the same is a part of the plan authorized by the board

of directors, through, on, over and across said lots herein conveyed, and shall at all times have the right of ingress and egress hereon for the purpose of repairing and maintaining the same; provided, however, the construction and maintenance of such improvements shall be located and managed so as to cause the least possible interference with the buildings on the lot, or buildings hereafter constructed thereon, and the landscaping of the lot.

2. That the grantee, his heirs and assigns, shall construct no building, buildings, roads, gas lines, water lines, light and power lines, sewer lines, sewage disposal facilities, or other structures of any kind or character upon his lots, without first submitting a plan thereof to the Committee on Building and Grounds and having the same approved in writing by the board of directors, and a building permit issued therefore.

3. That the grantee, his heirs and assigns, will maintain the premises in a clean, sanitary condition, and conform to all the health laws and regulations of the State of West Virginia and all sanitary regulations prescribed by the Committee on Building and Grounds; and all the rules, regulations and restrictions prescribed by the board of directors.

4. That the grantee, his heirs and assigns, shall not move any auto trailer or movable home or house, or any improvement or equipment of any kind or character, on his said lot without first submitting a statement of the matter or thing to be moved upon said lot to the Committee on Building and Grounds and having the same approved in writing by the board of directors, and a permit issued therefore.

5. That the grantee, his heirs and assigns, will comply with the bylaws of the Flat Top Lake Association, Inc., and with the rules, regulations and restrictions prescribed and promulgated by the board of directors of the Flat Top Lake Association, Inc.

6. That if the grantee, his heirs and assigns, shall not pay all dues, assessments or other indebtedness to Flat Top Lake Association, Inc. within the time required to be paid, the same shall be liens upon the property herein conveyed and may be enforced by a suit in equity, the same as any other lien.

7. (a) That in the event of a violation of any covenant, reservation, restriction or condition contained in any deed of conveyance to any lot owner, whether that owner be a member or not, or in the event of a failure to comply with the rules, regulations and restrictions prescribed and promulgated from time to time by the Board of Directors, Flat Top Lake Association, Inc. on its own behalf and on behalf of its association of members, shall have the right to pursue all available legal and lawful remedies, including any extraordinary relief, to enforce these By-laws, and any said rules, regulations, restriction, and covenants which at any time pertain to lots at Flat Top Lake or to membership in the Association; and

(b) To the extent that there has in the past been any violation of any covenant, reservation, restriction or condition contained in a deed of conveyance, or a failure to comply with the by-laws, or any rules, regulations and restrictions prescribed and promulgated by the Board of Directors, and as a result, Flat Top Lake Association, Inc. has or could have a claim or right of reverter or reversion under previous Article VII, Section 3, subsection 7, of the By-laws to take exclusive possession of a lot and to exclude therefrom the former owner, and it has not

asserted such claims or exercised such rights, the Association hereby foregoes and waives such claims and rights to the full extent that such claim or right of reverter or reversion might be enforceable against any owner of a lot at Flat Top Lake and Park vested with title on or after the effective date of this amendment which is May 7, 2002.

8. That all covenants herein to be paid, kept and performed by said grantee, his heirs and assigns, in addition to being personal covenants, shall be, and are, covenants running with the property herein conveyed, and shall be binding upon said property into whosoever's hand it may pass.

Sec. 4. The right to use the lake and the facilities of the association shall not be appurtenant to the ownership of or title to the real estate, and the right to the use of the association's facilities may be denied to any member, without affecting the title to his real estate.

Sec. 5. The association, through its board of directors, shall have the authority to purchase the real estate of any member, and to accept the surrender of any certificate of membership.

Sec. 6. Whenever it is deemed expedient by the membership of the association to provide for the upkeep and maintenance of the dam, lake, roads, ground, or other improvements, or to make improvements on the association's property and additions to the facilities of the association for the use and benefit of its members to be paid for in whole or in part by special assessments, and by an affirmative vote of more than fifty percent (50%) of the entire membership present at a special meeting of the membership called for that purpose or at an annual meeting, declare by resolution the necessity for such upkeep and maintenance or the necessity for such improvements and additions, the Flat Top Lake Association, Inc., shall have the right, power and authority to levy a special assessment against the lots, as shown upon the aforesaid plat or map filed of record as aforesaid; provided, however, that all lots shall be assessed equally, with the exception of the lots held by the Flat Top Lake Association, Inc.; that no assessment for any one year shall exceed the sum of Five Hundred Dollars (\$500) per lot (Amended 4-28-07), and that such assessment as levied each year shall be and become a lien against the respective lots without filing of suit or legal procedure to establish such lien on such lot if not paid within thirty days (30) days after said assessment is made. The Flat Top Lake Association, Inc., shall not be assessed for lots owned by it, and any assessment which has become a lien against a lot which has been sold by the Flat Top Lake Association, Inc. on contract shall at once cease to be a lien should it through forfeiture again become the property of the Flat Top Lake Association, Inc., or any assessment which has become a lien against a lot which has been repurchased by the Flat Top Lake Association, Inc., as herein provided, or otherwise become the owner thereof, shall at once cease to be a lien should the lot again become the property of this association.

Sec. 7. The association shall have a lien upon the lot or lots of every member for any assessment, dues, claims or any fines or debts due from such member to the association, as herein provided, which may be enforced by a suit in equity, the same as any other lien.

Sec. 8. Any assessment or special assessment levied:

- (a) in accordance with Section 6 above;
- (b) or in accordance with Article IV, Sections 16 and 17;

(c) or by any other provision now or hereafter included in the Bylaws of Flat Association, Inc., and any dues fixed by the board of directors pursuant to Article IV, Section 15 of these Bylaws or by any other provision now or hereafter included in these Bylaws; together with interest thereon at the highest lawful rate of interest in West Virginia and the cost of collection thereof shall be a permanent charge and continuing lien upon those the lot or lots to which such assessments or dues relate. In addition, such assessments and dues shall also be the continuing joint and several personal obligation of each owner of such lot or lots from the time any such assessments and dues become due until paid and each owner of a lot hereby covenants and agrees and is deemed to have covenanted and agreed by acceptance of a deed for the said lot or lots, whether or not it shall be so explicitly expressed in any such deed, to pay the same to the association as and when due.

Any assessment or dues not paid on the date when due, shall, together with interest thereon at the maximum legal rate, and cost of collection thereof, be a continuing lien and charge on the lot or lots to which such assessment or dues relate and shall bind such lot or lots in the hands of the then property owners, their heirs, legal representative, successors and assigns. However, the personal obligation of the then property owners to pay such assessment or dues shall remain his or her personal obligation and shall not pass as a personal obligation to their successors in title unless expressly assumed by such successors in title. Provided further, that if the successors in title assume the prior property owner's personal obligations created by the assessments or dues, the prior property owners shall nevertheless remain fully obligated to pay to the association any and all amounts which they were obligated to pay immediately before the transfer of the lot or lots to which the dues or assessments pertain. At that point, the prior property owner or owners and the successor or successors in title assuming any preexisting liability will be jointly and severally liable with regard to that liability for dues and assessments. Notwithstanding any agreement between prior property owners and their successors in title to the contrary, any dues or assessment not paid when due shall bear interest from the due date thereof at the maximum legal rate allowable under West Virginia law and the association may, in addition to any remedy specified in Section 7 above, also bring appropriate legal action against the former or current property owner or owners personally obligated to pay the past due assessment and/or dues. In the event of default in the payment of dues or assessments, the association shall be entitled to pursue any and all remedies afforded at law or in equity, including, without limitation, the right to foreclose the associations liens against the lot or lots to which such liens relate and also to bring any personal action against the former or current property owners for the collection of such dues or assessments. The association shall specifically have the power to bid in the lot or lots at any such foreclosure or other public sale, and to acquire, hold, mortgage or convey the same. (Amended 5/5/05).

ARTICLE VIII

Seal

The corporate seal of this association shall be circular in form and the name of the corporation and "Beckley, W. Va.", and "Seal, 1950", shall be on said seal. It shall be indented in the paper to which or on which it is affixed.

(SEAL)

This seal shall be affixed to all certificates of membership, deeds or other writings, to be executed by the association, and as ordered by the board of directors.

ARTICLE IX How Notice May Be Given

Whenever notice is required to be given, and the manner of giving is not specified, a notice deposited in the mail with prepaid postage, properly addressed to the party at his last known post office address, accompanied by the usual notification to the postmaster to return the letter if not called for in five days, shall be presumed to be legal notice and given when so mailed.

ARTICLE X Miscellaneous Provisions

Sec. 1. The board of directors shall adopt an overall, long range plan for the development of the association's property and the establishment of facilities thereon for the benefit of its members. No building, either of structures, roads, sewer lines, gas or power lines, or other permanent improvements, shall be done piecemeal, but all buildings and permanent improvements shall be constructed and developed as part and parcel of a long range plan, adopted and approved by the board of directors.

Sec. 2. A permanent road shall be constructed around the lake, roughly parallel to the water line, and upon such location as will adequately serve each lot adjacent to the lake. Said road shall be of uniform width, grade and character, so as to give no preference to any lot or group of lots, and shall be constructed upon such locations as to afford the best entrance and exit to each lot, and at the same time preserve the beauty of the landscape. Said road shall be of sufficient width to accommodate two lanes of traffic at all points, be located on the best possible grade, and be permanently graded and drained by the use of approved and modern road construction methods. After the construction is completed, the road shall be maintained at the expense of the association.

Sec. 3. The board of directors shall, as a part of the plan for the operation of the property and the facilities of the association, provide an adequate and effective method of excluding from the property, and from the use of the facilities, all trespassers and persons not entitled to be on the property or to use the association's facilities, and to this end shall keep the lake and the association's facilities strictly private and for the exclusive use of members and their authorized guests.

Sec. 4. These bylaws may be amended when the proposed amendment is first approved by the board of directors after it has been read at two separate meetings and approved by a vote of the members at an annual or special meeting.

April 2017